

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
STEPHEN GRAY, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE,
THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.,
THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1 - 20,

Defendants.
-----X

Civil Action No: 07 Civ. 9790 (SHS)

**NOTICE OF MOTION TO
ADMIT DEREK W.
LOESER *PRO HAC VICE***

SHAUN ROSE, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE,
THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.,
THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1 - 10,

Defendants.
-----X

Civil Action No: 07 Civ. 10294

MEREDITH TRANBERG, individually
and on behalf of all others similarly situated

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE,
THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.,
THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1 - 20,

Defendants.
-----X

Civil Action No: 07 Civ. 10341

JAN 15 2008

U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
JAN 15 2008 PM 1:31

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638348

-----X	
ANTON RAPPOLD, individually and on	:
behalf of all others similarly situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CITIBANK, N.A.,	:
CHARLES PRINCE, THE PLANS	:
ADMINISTRATIVE COMMITTEE OF	:
CITIGROUP INC., THE 401(k)	:
INVESTMENT COMMITTEE, and JOHN	:
and JANE DOES 1 - 10,	:
	:
Defendants.	:
-----X	

Civil Action No: 07 Civ. 10396

-----X	
SAMIER TADROS, on Behalf of All	:
Others Similarly Situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES O.	:
PRINCE, C. MICHAEL ARMSTRONG,	:
ALAIN J.P. BELDA, GEORGE DAVID,	:
KENNETH T. DERR, JOHN M. DEUTCH,	:
ROBERTO HERNANDEZ RAMIREZ,	:
ANN DIBBLE JORDAN, KLAUS	:
KLEINFELD, ANDREW N. LIVERIS,	:
ANNE MULCAHY, RICHARD D.	:
PARSONS, JUDITH RODIN, ROBERT E.	:
RUBIN, ROBERT E. RUBIN, FRANKLIN	:
A. THOMAS, JOHN DOES 1-20 (BEING	:
CURRENT AND FORMER MEMBERS	:
OF THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.)	:
and JOHN DOES 21-40 (BEING	:
CURRENT AND FORMER MEMBERS	:
OF THE INVESTMENT COMMITTEE	:
OF THE CITIGROUP INC. 401(K) PLAN),	:
	:
Defendants.	:
-----X	

Civil Action No: 07 Civ. 10442

-----X
STEPHAN FIORINO, individually and on :
behalf of all others similarly situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10458
v. :
 :
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
 :
Defendants. :
-----X

JAMES BOLLA, individually and on behalf :
of all others similarly situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10461
v. :
 :
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
 :
Defendants. :
-----X

-----X
 MARK GEROULO, individually, on behalf :
 of the CITIGROUP 401(k) Plan, the :
 CITIBUILDER 401 (K) PLAN FOR :
 PUERTO RICO, and all others similarly, :
 :
 Plaintiff, :
 v. :
 :
 CITIGROUP, INC., CITIBANK, N.A., :
 THE PLAN ADMINISTRATIVE :
 COMMITTEE OF CITIGROUP, INC., :
 MICHAEL E. SCHLEIN, JOHN DOES :
 1-10, THE CITIGROUP 401(k) PLAN :
 INVESTMENT COMMITTEE and JOHN :
 DOES 10-20, C. MICHAEL :
 ARMSTRONG, ALAN J.P. BELDA, :
 GEORGE DAVID, KENNETH T. DERR, :
 JOHN M. DEUTCH, ROBERTO :
 HERNANDEZ, ANN DIBBLE JORDAN, :
 ANDREW N. LIVERIS, DUDLEY C. :
 MECUM, ANNE M. MULCAHY, :
 RICHARD D. PARSONS, ANDRALL E. :
 PEARSON, CHARLES PRINCE, JUDITH :
 RODIN, ROBERT E. RUBIN, FRANKLIN :
 A. THOMAS, SANFORD I. WEILL, :
 :
 Defendants. :
 -----X

Civil Action No: 07 Civ. 10472

-----X	
ALAN STEVENS, on Behalf of Himself	:
and All Others Similarly Situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CITIBANK, N.A,	:
CHARLES PRINCE, C. MICHAEL	:
ARMSTRONG, ALAIN J.P. BELDA,	:
GEORGE DAVID, KENNETH T. DERR,	:
JOHN M. DEUTCH, PETER JOHNSON,	:
ROBERTO HERNANDEZ RAMIREZ,	:
ANDREW N. LIVERIS, ANNE	:
MULCAHEY, RICHARD D. PARSONS,	:
JUDITH RODIN, ROBERT E. RUBIN,	:
ROBERT L. RYAN, FRANKLIN A.	:
THOMAS, THE PLANS	:
ADMINISTRATION COMMITTEE OF	:
CITIGROUP, INC., THE INVESTMENT	:
COMMITTEE and JOHN DOES 1-30,	:
	:
Defendants.	:
-----X	
STEPHEN GOLDSTEIN, on Behalf of	:
Himself and a Class of Persons Similarly	:
Situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., THE PLANS	:
ADMINISTRATION COMMITTEE OF	:
CITIGROUP, INC., MICHAEL E.	:
SCHLEIN, CHARLES PRINCE, C.	:
MICHAEL ARMSTRONG, ALAIN J.P.	:
BELDA, GEORGE DAVID, KENNETH T.	:
DERR, JOHN M. DEUTCH, ROBERTO	:
HERNANDEZ RAMIREZ, ANDREW N.	:
LIVERIS, ANNE MULCAHEY,	:
RICHARD D. PARSONS, JUDITH	:
RODIN, ROBERT E. RUBIN, ROBERT L.	:
RYAN, AND FRANKLIN A. THOMAS,	:
And JOHN DOES 1-30,	:
	:
Defendants.	:

Civil Action No: 07 Civ. 11156

Civil Action No: 07 Civ. 11158

-----X		
CHRIS SOUTHARD, on Behalf of All	:	
Others Similarly Situated,	:	
	:	
Plaintiff,	:	Civil Action No: 07 Civ. 11164
v.	:	
	:	
CITIGROUP INC., CHARLES O.	:	
PRINCE, C. MICHAEL ARMSTRONG,	:	
ALAIN J.P. BELDA, GEORGE DAVID,	:	
KENNETH T. DERR, JOHN M. DEUTCH,	:	
ROBERTO HERNANDEZ RAMIREZ,	:	
ANN DIBBLE JORDAN, KLAUS	:	
KLEINFELD, ANDREW N. LIVERIS,	:	
ANNE MULCAHY, RICHARD D.	:	
PARSONS, JUDITH RODIN, ROBERT E.	:	
RUBIN, ROBERT E. RUBIN, FRANKLIN	:	
A. THOMAS, JOHN DOES 1-20 (BEING	:	
CURRENT AND FORMER MEMBERS	:	
OF THE PLANS ADMINISTRATIVE	:	
COMMITTEE OF CITIGROUP INC.)	:	
and JOHN DOES 21-40 (BEING	:	
CURRENT AND FORMER MEMBERS	:	
OF THE INVESTMENT COMMITTEE	:	
OF THE CITIGROUP INC. 401(K) PLAN),	:	
	:	
Defendants.	:	

FRANCIA BRICK, individually and on	:	
Behalf of all others similarly situated,	:	
	:	
Plaintiff,	:	Civil Action No: 07 Civ. 11369
v.	:	
	:	
CITIGROUP INC., CHARLES PRINCE,	:	
THE PLAN'S ADMINISTRATIVE	:	
COMMITTEE OF CITIGROUP, INC.,	:	
THE 401(k) INVESTMENT COMMITTEE,	:	
And JOHN DOES 1-10,	:	
	:	
Defendants.	:	

-----X
WILLIAM and PATRICIA WOODWARD, :
individually and on Behalf of All Others :
Similarly Situated, :
:
Plaintiffs, : Civil Action No: 07cv11207
v. :
:
CITIGROUP INC., CHARLES PRINCE, :
ROBERT E. RUBIN, C. MICHAEL :
ARMSTRONG, ALAIN J. P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ RAMIREZ, ANDREW N. :
LIVERIS, ANN MULCAHEY, RICHARD :
D. PARSONS, JUDITH RODIN, ROBERT :
L. RYAN, FRANKLIN A. THOMAS, ANN :
DIBBLE JORDAN, KLAUS KLEINFELD :
AND DUDLEY C. MECUM, and JOHN :
and JANE DOES 1-10, :
:
Defendants. :

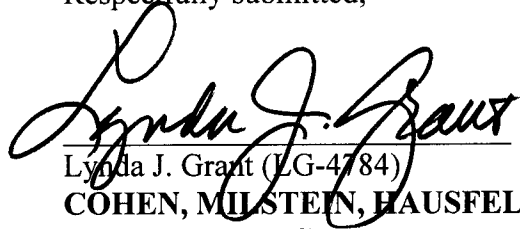
**NOTICE OF MOTION TO ADMIT
DEREK W. LOESER *PRO HAC VICE***

PLEASE TAKE NOTICE that upon the annexed Declaration of Lynda J. Grant, the Affidavit of Derek W. Loeser and the Certificate of Good Standing annexed thereto, the undersigned will move this Court, before the Honorable Sidney H. Stein on a date to be determined by the Court, in the United States Courthouse, 500 Pearl Street, Courtroom 23A, New York, New York 10007, for an Order (attached hereto), pursuant to Rule

1.3(c) of the Local Rules of the United States District Courts for the Southern District and Eastern Districts of New York, admitting Derek W. Loeser *pro hac vice*.

Dated: January 15, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lynda J. Grant". The signature is written in a cursive, flowing style. It is positioned above a horizontal line that separates it from the printed text below.

Lynda J. Grant (LG-4784)

**COHEN, MILSTEIN, HAUSFELD
& TOLL, P.L.L.C.**

150 East 52nd Street, 30th Floor
New York, New York 10022
(212) 838-7797

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
STEPHEN GRAY, individually and on	:
behalf of all others similarly situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES PRINCE,	:
THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.,	:
THE 401(k) INVESTMENT	:
COMMITTEE, and JOHN DOES 1 - 20,	:
	:
Defendants.	:
-----X	
SHAUN ROSE, Individually and On	:
Behalf of All Others Similarly Situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES PRINCE,	:
THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.,	:
THE 401(k) INVESTMENT	:
COMMITTEE, and JOHN DOES 1 - 10,	:
	:
Defendants.	:
-----X	
MEREDITH TRANBERG, individually	:
and on behalf of all others similarly situated	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES PRINCE,	:
THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.,	:
THE 401(k) INVESTMENT	:
COMMITTEE, and JOHN DOES 1 - 20,	:
	:
Defendants.	:
-----X	

Civil Action No: 07 Civ. 9790 (SHS)

Civil Action No: 07 Civ. 10294

Civil Action No: 07 Civ. 10341

-----X
ANTON RAPPOLD, individually and on :
behalf of all others similarly situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10396
v. :
 :
CITIGROUP INC., CITIBANK, N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and JOHN :
and JANE DOES 1 - 10, :
 :
Defendants. :
-----X

SAMIER TADROS, on Behalf of All :
Others Similarly Situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10442
v. :
 :
CITIGROUP INC., CHARLES O. :
PRINCE, C. MICHAEL ARMSTRONG, :
ALAIN J.P. BELDA, GEORGE DAVID, :
KENNETH T. DERR, JOHN M. DEUTCH, :
ROBERTO HERNANDEZ RAMIREZ, :
ANN DIBBLE JORDAN, KLAUS :
KLEINFELD, ANDREW N. LIVERIS, :
ANNE MULCAHY, RICHARD D. :
PARSONS, JUDITH RODIN, ROBERT E. :
RUBIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, JOHN DOES 1-20 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC.) :
and JOHN DOES 21-40 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE INVESTMENT COMMITTEE :
OF THE CITIGROUP INC. 401(K) PLAN), :
 :
Defendants. :
-----X

-----X
STEPHAN FIORINO, individually and on :
behalf of all others similarly situated, :
:
Plaintiff, : Civil Action No: 07 Civ. 10458
v. :
:
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
:
Defendants. :
-----X

JAMES BOLLA, individually and on behalf :
of all others similarly situated, :
:
Plaintiff, : Civil Action No: 07 Civ. 10461
v. :
:
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
:
Defendants. :
-----X

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :
:
Plaintiff, :
v. :
:
CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :
:
Defendants. :
-----X

Civil Action No: 07 Civ. 10472

-----X
ALAN STEVENS, on Behalf of Himself :
and All Others Similarly Situated, :
 :
 :
Plaintiff, : Civil Action No: 07 Civ. 11156
v. :
 :
CITIGROUP INC., CITIBANK, N.A, :
CHARLES PRINCE, C. MICHAEL :
ARMSTRONG, ALAIN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, PETER JOHNSON, :
ROBERTO HERNANDEZ RAMIREZ, :
ANDREW N. LIVERIS, ANNE :
MULCAHEY, RICHARD D. PARSONS, :
JUDITH RODIN, ROBERT E. RUBIN, :
ROBERT L. RYAN, FRANKLIN A. :
THOMAS, THE PLANS :
ADMINISTRATION COMMITTEE OF :
CITIGROUP, INC., THE INVESTMENT :
COMMITTEE and JOHN DOES 1-30, :
 :
 :
Defendants. :
-----X

STEPHEN GOLDSTEIN, on Behalf of :
Himself and a Class of Persons Similarly :
Situated, :
 :
 :
Plaintiff, : Civil Action No: 07 Civ. 11158
v. :
 :
CITIGROUP INC., THE PLANS :
ADMINISTRATION COMMITTEE OF :
CITIGROUP, INC., MICHAEL E. :
SCHLEIN, CHARLES PRINCE, C. :
MICHAEL ARMSTRONG, ALAIN J.P. :
BELDA, GEORGE DAVID, KENNETH T. :
DERR, JOHN M. DEUTCH, ROBERTO :
HERNANDEZ RAMIREZ, ANDREW N. :
LIVERIS, ANNE MULCAHEY, :
RICHARD D. PARSONS, JUDITH :
RODIN, ROBERT E. RUBIN, ROBERT L. :
RYAN, AND FRANKLIN A. THOMAS, :
And JOHN DOES 1-30, :
 :
 :
Defendants. :
-----X

-----X	
CHRIS SOUTHARD, on Behalf of All	:
Others Similarly Situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES O.	:
PRINCE, C. MICHAEL ARMSTRONG,	:
ALAIN J.P. BELDA, GEORGE DAVID,	:
KENNETH T. DERR, JOHN M. DEUTCH,	:
ROBERTO HERNANDEZ RAMIREZ,	:
ANN DIBBLE JORDAN, KLAUS	:
KLEINFELD, ANDREW N. LIVERIS,	:
ANNE MULCAHY, RICHARD D.	:
PARSONS, JUDITH RODIN, ROBERT E.	:
RUBIN, ROBERT E. RUBIN, FRANKLIN	:
A. THOMAS, JOHN DOES 1-20 (BEING	:
CURRENT AND FORMER MEMBERS	:
OF THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.)	:
and JOHN DOES 21-40 (BEING	:
CURRENT AND FORMER MEMBERS	:
OF THE INVESTMENT COMMITTEE	:
OF THE CITIGROUP INC. 401(K) PLAN),	:
	:
Defendants.	:

Civil Action No: 07 Civ. 11164

FRANCIA BRICK, individually and on	:
Behalf of all others similarly situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES PRINCE,	:
THE PLAN'S ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP, INC.,	:
THE 401(k) INVESTMENT COMMITTEE,	:
And JOHN DOES 1-10,	:
	:
Defendants.	:

Civil Action No: 07 Civ. 11369

-----X
WILLIAM and PATRICIA WOODWARD, :
individually and on Behalf of All Others :
Similarly Situated, :
:
Plaintiffs, : Civil Action No: 07cv11207
v. :
:
CITIGROUP INC., CHARLES PRINCE, :
ROBERT E. RUBIN, C. MICHAEL :
ARMSTRONG, ALAIN J. P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ RAMIREZ, ANDREW N. :
LIVERIS, ANN MULCAHEY, RICHARD :
D. PARSONS, JUDITH RODIN, ROBERT :
L. RYAN, FRANKLIN A. THOMAS, ANN :
DIBBLE JORDAN, KLAUS KLEINFELD :
AND DUDLEY C. MECUM, and JOHN :
and JANE DOES 1-10, :
:
Defendants. :

**DECLARATION OF LYNDA J. GRANT IN SUPPORT
OF MOTION TO ADMIT COUNSEL *PRO HAC VICE***

I, Lynda J. Grant, hereby declare as follows:

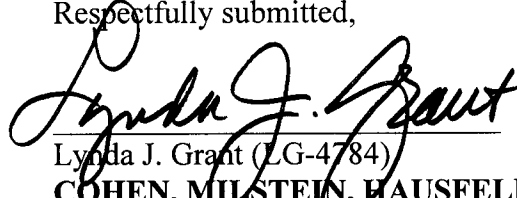
1. I am an attorney admitted to practice in the State of New York, and in the Southern and Eastern Districts of New York. I submit this Declaration in support of the motion to admit Derek W. Loeser to the United States District Court for the Southern District of New York *pro hac vice* for purposes of this action.
2. I agree to act as local counsel for Derek W. Loeser and to observe the Rules of this Court governing the conduct of attorneys.
3. Derek W. Loeser is a member in good standing of the Bar of the State of Washington.

For the foregoing reasons, it is respectfully requested that Derek W. Loeser be admitted *pro hac vice* to the United States District Court for the Southern District of New York for purposes of this action.

I hereby declare under penalty of perjury that the foregoing is true and correct.

Dated: January 15, 2008

Respectfully submitted,



Lynda J. Grant (LG-4784)
**COHEN, MILSTEIN, HAUSFELD
& TOLL, P.L.L.C.**
150 East 52nd Street, 30th Floor
New York, New York 10022
(212) 838-7797

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

WILLIAM AND PATRICIA WOODWARD,)
Individually and On Behalf of All Others)
Similarly Situated)

Plaintiffs,)

vs.)

Case No. 07-CV-11207

CLASS ACTION

CITIGROUP, INC., CHARLES PRINCE,)
ROBERT E. RUBIN, C. MICHAEL)
ARMSTRONG, ALAIN J.P. BELDA,)
GEORGE DAVID, KENNETH T. DERR,)
JOHN M. DEUTCH, ROBERTO)
HERNANDEZ RAMIREZ, ANDREW N.)
LIVERIS, ANN MULCAHY, RICHARD D.)
PARSONS, JUDITH RODIN, ROBERT L.)
RYAN, FRANKLIN A. THOMAS, ANN)
DIBBLE JORDAN, KLAUS KLEINFELD)
AND DUDLEY C. MECUM, and JOHN AND)
JANE DOES 1-20,)

**AFFIDAVIT OF DEREK W.
LOESER**

Defendants.

DEREK W. LOESER, an attorney duly admitted to practice in the Courts of this State of Washington, declares, pursuant to the Individual Rules and Procedures of this Court and Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, as follows:

1. I am a partner with the law firm of Keller Rohrbach L.L.P., Co-Counsel for Plaintiffs WILLIAM AND PATRICIA WOODWARD in the above-captioned matter with Lynda J. Grant at the office of Cohen, Milstein, Hausfeld & Toll, P.L.L.C.

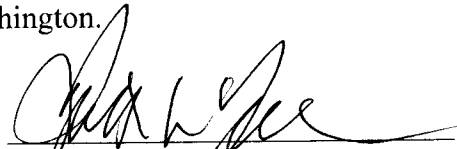
2. I submit this Affidavit in support of Plaintiffs' motion for my admission to practice *pro hac vice* in this matter to argue or try this particular case in whole or in part as counsel or advocate.

3. As shown in the Certificate of Good Standing issued by the Supreme Court of the State of Washington and attached hereto as Exhibit 1, I am a member in good standing of the Bar of the State of Washington.

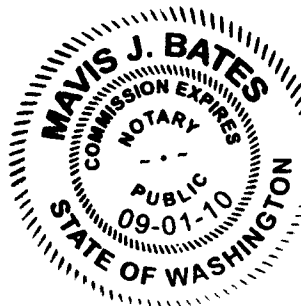
4. There are no pending disciplinary proceedings against me in any State or Federal court.

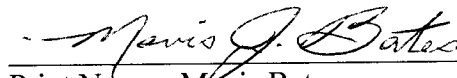
I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 09, 2008, at Seattle, Washington.


DEREK W. LOESER

SUBSCRIBED AND SWORN TO before me this 9th day of December, 2008.




Print Name: Mavis Bates
NOTARY PUBLIC in and for the State of
Washington; residing at: KING Co.
My commission expires: 9/1/10

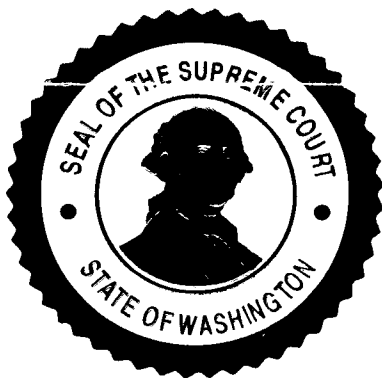
IN THE SUPREME COURT OF THE STATE OF WASHINGTON

IN THE MATTER OF THE ADMISSION)	BAR NO.24274
)	
OF)	CERTIFICATE OF GOOD
DEREK WILLIAM LOESER)	
)	STANDING
TO PRACTICE IN THE COURTS OF THIS STATE)	
)	
)	

I, Ronald R. Carpenter, Clerk of the Supreme Court of the State of Washington, hereby certify

DEREK WILLIAM LOESER

was regularly admitted to practice as an Attorney and Counselor at Law in the Supreme Court and all the Courts of the State of Washington on November 15, 1994, and is now and has continuously since that date been an attorney in good standing, and has a current status of active.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the seal of said Court this 7th day of
January, 2008.

Ronald R. Carpenter
Supreme Court Clerk
Washington State Supreme Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
STEPHEN GRAY, individually and on	:
behalf of all others similarly situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES PRINCE,	:
THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.,	:
THE 401(k) INVESTMENT	:
COMMITTEE, and JOHN DOES 1 - 20,	:
	:
Defendants.	:
-----X	
SHAUN ROSE, Individually and On	:
Behalf of All Others Similarly Situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES PRINCE,	:
THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.,	:
THE 401(k) INVESTMENT	:
COMMITTEE, and JOHN DOES 1 - 10,	:
	:
Defendants.	:
-----X	
MEREDITH TRANBERG, individually	:
and on behalf of all others similarly situated	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES PRINCE,	:
THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.,	:
THE 401(k) INVESTMENT	:
COMMITTEE, and JOHN DOES 1 - 20,	:
	:
Defendants.	:
-----X	

Civil Action No: 07 Civ. 9790 (SHS)

Civil Action No: 07 Civ. 10294

Civil Action No: 07 Civ. 10341

-----X	
ANTON RAPPOLD, individually and on	:
behalf of all others similarly situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CITIBANK, N.A.,	:
CHARLES PRINCE, THE PLANS	:
ADMINISTRATIVE COMMITTEE OF	:
CITIGROUP INC., THE 401(k)	:
INVESTMENT COMMITTEE, and JOHN	:
and JANE DOES 1 - 10,	:
	:
Defendants.	:
-----X	
SAMIER TADROS, on Behalf of All	:
Others Similarly Situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES O.	:
PRINCE, C. MICHAEL ARMSTRONG,	:
ALAIN J.P. BELDA, GEORGE DAVID,	:
KENNETH T. DERR, JOHN M. DEUTCH,	:
ROBERTO HERNANDEZ RAMIREZ,	:
ANN DIBBLE JORDAN, KLAUS	:
KLEINFELD, ANDREW N. LIVERIS,	:
ANNE MULCAHY, RICHARD D.	:
PARSONS, JUDITH RODIN, ROBERT E.	:
RUBIN, ROBERT E. RUBIN, FRANKLIN	:
A. THOMAS, JOHN DOES 1-20 (BEING	:
CURRENT AND FORMER MEMBERS	:
OF THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.)	:
and JOHN DOES 21-40 (BEING	:
CURRENT AND FORMER MEMBERS	:
OF THE INVESTMENT COMMITTEE	:
OF THE CITIGROUP INC. 401(K) PLAN),	:
	:
Defendants.	:
-----X	

Civil Action No: 07 Civ. 10396

Civil Action No: 07 Civ. 10442

-----X	
STEPHAN FIORINO, individually and on	:
behalf of all others similarly situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CITIBANK N.A.,	:
CHARLES PRINCE, THE PLANS	:
ADMINISTRATIVE COMMITTEE OF	:
CITIGROUP INC., THE 401(k)	:
INVESTMENT COMMITTEE, and	:
JOHN DOES 1 - 20,	:
	:
Defendants.	:
-----X	
JAMES BOLLA, individually and on behalf	:
of all others similarly situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CITIBANK N.A.,	:
CHARLES PRINCE, THE PLANS	:
ADMINISTRATIVE COMMITTEE OF	:
CITIGROUP INC., THE 401(k)	:
INVESTMENT COMMITTEE, and	:
JOHN DOES 1 - 20,	:
	:
Defendants.	:
-----X	

Civil Action No: 07 Civ. 10458

Civil Action No: 07 Civ. 10461

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :
:
Plaintiff, :
v. :
:
CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :
:
Defendants. :
-----X

Civil Action No: 07 Civ. 10472

-----X		
ALAN STEVENS, on Behalf of Himself	:	
and All Others Similarly Situated,	:	
	:	
Plaintiff,	:	Civil Action No: 07 Civ. 11156
v.	:	
	:	
CITIGROUP INC., CITIBANK, N.A,	:	
CHARLES PRINCE, C. MICHAEL	:	
ARMSTRONG, ALAIN J.P. BELDA,	:	
GEORGE DAVID, KENNETH T. DERR,	:	
JOHN M. DEUTCH, PETER JOHNSON,	:	
ROBERTO HERNANDEZ RAMIREZ,	:	
ANDREW N. LIVERIS, ANNE	:	
MULCAHEY, RICHARD D. PARSONS,	:	
JUDITH RODIN, ROBERT E. RUBIN,	:	
ROBERT L. RYAN, FRANKLIN A.	:	
THOMAS, THE PLANS	:	
ADMINISTRATION COMMITTEE OF	:	
CITIGROUP, INC., THE INVESTMENT	:	
COMMITTEE and JOHN DOES 1-30,	:	
	:	
Defendants.	:	
-----X		

STEPHEN GOLDSTEIN, on Behalf of	:	
Himself and a Class of Persons Similarly	:	
Situated,	:	
	:	
Plaintiff,	:	Civil Action No: 07 Civ. 11158
v.	:	
	:	
CITIGROUP INC., THE PLANS	:	
ADMINISTRATION COMMITTEE OF	:	
CITIGROUP, INC., MICHAEL E.	:	
SCHLEIN, CHARLES PRINCE, C.	:	
MICHAEL ARMSTRONG, ALAIN J.P.	:	
BELDA, GEORGE DAVID, KENNETH T.	:	
DERR, JOHN M. DEUTCH, ROBERTO	:	
HERNANDEZ RAMIREZ, ANDREW N.	:	
LIVERIS, ANNE MULCAHEY,	:	
RICHARD D. PARSONS, JUDITH	:	
RODIN, ROBERT E. RUBIN, ROBERT L.	:	
RYAN, AND FRANKLIN A. THOMAS,	:	
And JOHN DOES 1-30,	:	
	:	
Defendants.	:	

-----X	
CHRIS SOUTHARD, on Behalf of All	:
Others Similarly Situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES O.	:
PRINCE, C. MICHAEL ARMSTRONG,	:
ALAIN J.P. BELDA, GEORGE DAVID,	:
KENNETH T. DERR, JOHN M. DEUTCH,	:
ROBERTO HERNANDEZ RAMIREZ,	:
ANN DIBBLE JORDAN, KLAUS	:
KLEINFELD, ANDREW N. LIVERIS,	:
ANNE MULCAHY, RICHARD D.	:
PARSONS, JUDITH RODIN, ROBERT E.	:
RUBIN, ROBERT E. RUBIN, FRANKLIN	:
A. THOMAS, JOHN DOES 1-20 (BEING	:
CURRENT AND FORMER MEMBERS	:
OF THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.)	:
and JOHN DOES 21-40 (BEING	:
CURRENT AND FORMER MEMBERS	:
OF THE INVESTMENT COMMITTEE	:
OF THE CITIGROUP INC. 401(K) PLAN),	:
	:
Defendants.	:

Civil Action No: 07 Civ. 11164

FRANCIA BRICK, individually and on	:
Behalf of all others similarly situated,	:
	:
Plaintiff,	:
v.	:
	:
CITIGROUP INC., CHARLES PRINCE,	:
THE PLAN'S ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP, INC.,	:
THE 401(k) INVESTMENT COMMITTEE,	:
And JOHN DOES 1-10,	:
	:
Defendants.	:

Civil Action No: 07 Civ. 11369

-----X
WILLIAM and PATRICIA WOODWARD, :
individually and on Behalf of All Others :
Similarly Situated, :
:
Plaintiffs, : Civil Action No: 07cv11207
v. :
:
CITIGROUP INC., CHARLES PRINCE, :
ROBERT E. RUBIN, C. MICHAEL :
ARMSTRONG, ALAIN J. P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ RAMIREZ, ANDREW N. :
LIVERIS, ANN MULCAHEY, RICHARD :
D. PARSONS, JUDITH RODIN, ROBERT :
L. RYAN, FRANKLIN A. THOMAS, ANN :
DIBBLE JORDAN, KLAUS KLEINFELD :
AND DUDLEY C. MECUM, and JOHN :
and JANE DOES 1-10, :
:
Defendants. :

**[PROPOSED] ORDER GRANTING APPLICATION OF
DEREK W. LOESER FOR ADMISSION *PRO HAC VICE***

This matter coming before the Court by Motion submitted by Lynda J. Grant,
seeking the admission of Derek W. Loeser to the United States District Court for the
Southern District of New York *pro hac vice* for purposes of this action, and the Court
having considered the Affidavit of Derek W. Loeser submitted in support thereof, and for
good cause shown,

IT IS ON this _____ day of _____, 2008,

ORDERED that:

1. Derek W. Loeser is hereby granted admission *pro hac vice* to the
United States District Court for the Southern District of New York, for the purpose of

appearing in this action, pursuant to Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York;

2. Derek W. Loeser is required to abide by and is subject to the Local Rules of the United States District Court for the Southern District of New York; and

3. Derek W. Loeser is required to notify the Court immediately of any matter that affects his standing at the Bar of any court.

United States District Judge

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
STEPHEN GRAY, individually and on :
behalf of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CHARLES PRINCE, :
THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC., :
THE 401(k) INVESTMENT :
COMMITTEE, and JOHN DOES 1 - 20, :

Defendants. :

CERTIFICATE OF SERVICE

Civil Action No: 07 Civ. 9790 (SHS)

-----X
SHAUN ROSE, Individually and On :
Behalf of All Others Similarly Situated, :

Plaintiff, :

v. :

CITIGROUP INC., CHARLES PRINCE, :
THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC., :
THE 401(k) INVESTMENT :
COMMITTEE, and JOHN DOES 1 - 10, :

Defendants. :

Civil Action No: 07 Civ. 10294

-----X
MEREDITH TRANBERG, individually :
and on behalf of all others similarly situated :

Plaintiff, :

v. :

CITIGROUP INC., CHARLES PRINCE, :
THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC., :
THE 401(k) INVESTMENT :
COMMITTEE, and JOHN DOES 1 - 20, :

Defendants. :
-----X

Civil Action No: 07 Civ. 10341

-----X
 ANTON RAPPOLD, individually and on :
 behalf of all others similarly situated, :
 :
 Plaintiff, :
 v. :
 :
 CITIGROUP INC., CITIBANK, N.A., :
 CHARLES PRINCE, THE PLANS :
 ADMINISTRATIVE COMMITTEE OF :
 CITIGROUP INC., THE 401(k) :
 INVESTMENT COMMITTEE, and JOHN :
 and JANE DOES 1 - 10, :
 :
 Defendants. :

Civil Action No: 07 Civ. 10396

-----X
 SAMIER TADROS, on Behalf of All :
 Others Similarly Situated, :
 :
 Plaintiff, :
 v. :
 :
 CITIGROUP INC., CHARLES O. :
 PRINCE, C. MICHAEL ARMSTRONG, :
 ALAIN J.P. BELDA, GEORGE DAVID, :
 KENNETH T. DERR, JOHN M. DEUTCH, :
 ROBERTO HERNANDEZ RAMIREZ, :
 ANN DIBBLE JORDAN, KLAUS :
 KLEINFELD, ANDREW N. LIVERIS, :
 ANNE MULCAHY, RICHARD D. :
 PARSONS, JUDITH RODIN, ROBERT E. :
 RUBIN, ROBERT E. RUBIN, FRANKLIN :
 A. THOMAS, JOHN DOES 1-20 (BEING :
 CURRENT AND FORMER MEMBERS :
 OF THE PLANS ADMINISTRATIVE :
 COMMITTEE OF CITIGROUP INC.) :
 and JOHN DOES 21-40 (BEING :
 CURRENT AND FORMER MEMBERS :
 OF THE INVESTMENT COMMITTEE :
 OF THE CITIGROUP INC. 401(K) PLAN), :
 :
 Defendants. :

-----X

Civil Action No: 07 Civ. 10442

-----X
STEPHAN FIORINO, individually and on :
behalf of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

Civil Action No: 07 Civ. 10458

-----X
JAMES BOLLA, individually and on behalf :
of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

Civil Action No: 07 Civ. 10461

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :

Plaintiff, :

v. :

CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :

Defendants. :

Civil Action No: 07 Civ. 10472

-----X

-----X
ALAN STEVENS, on Behalf of Himself :
and All Others Similarly Situated, :
:
Plaintiff, :
v. :
:
CITIGROUP INC., CITIBANK, N.A, :
CHARLES PRINCE, C. MICHAEL :
ARMSTRONG, ALAIN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, PETER JOHNSON, :
ROBERTO HERNANDEZ RAMIREZ, :
ANDREW N. LIVERIS, ANNE :
MULCAHEY, RICHARD D. PARSONS, :
JUDITH RODIN, ROBERT E. RUBIN, :
ROBERT L. RYAN, FRANKLIN A. :
THOMAS, THE PLANS :
ADMINISTRATION COMMITTEE OF :
CITIGROUP, INC., THE INVESTMENT :
COMMITTEE and JOHN DOES 1-30, :
:
Defendants. :

Civil Action No: 07 Civ. 11156

-----X
STEPHEN GOLDSTEIN, on Behalf of :
Himself and a Class of Persons Similarly :
Situated, :
:
Plaintiff, :
v. :
:
CITIGROUP INC., THE PLANS :
ADMINISTRATION COMMITTEE OF :
CITIGROUP, INC., MICHAEL E. :
SCHLEIN, CHARLES PRINCE, C. :
MICHAEL ARMSTRONG, ALAIN J.P. :
BELDA, GEORGE DAVID, KENNETH T. :
DERR, JOHN M. DEUTCH, ROBERTO :
HERNANDEZ RAMIREZ, ANDREW N. :
LIVERIS, ANNE MULCAHEY, :
RICHARD D. PARSONS, JUDITH :
RODIN, ROBERT E. RUBIN, ROBERT L. :
RYAN, AND FRANKLIN A. THOMAS, :
And JOHN DOES 1-30, :
:
Defendants. :

Civil Action No: 07 Civ. 11158

-----X
CHRIS SOUTHARD, on Behalf of All :
Others Similarly Situated, :

Plaintiff, :

v. :

CITIGROUP INC., CHARLES O. :
PRINCE, C. MICHAEL ARMSTRONG, :
ALAIN J.P. BELDA, GEORGE DAVID, :
KENNETH T. DERR, JOHN M. DEUTCH, :
ROBERTO HERNANDEZ RAMIREZ, :
ANN DIBBLE JORDAN, KLAUS :
KLEINFELD, ANDREW N. LIVERIS, :
ANNE MULCAHY, RICHARD D. :
PARSONS, JUDITH RODIN, ROBERT E. :
RUBIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, JOHN DOES 1-20 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC.) :
and JOHN DOES 21-40 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE INVESTMENT COMMITTEE :
OF THE CITIGROUP INC. 401(K) PLAN), :

Defendants. :

Civil Action No: 07 Civ. 11164

FRANCIA BRICK, individually and on :
Behalf of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CHARLES PRINCE, :
THE PLAN'S ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
THE 401(k) INVESTMENT COMMITTEE, :
And JOHN DOES 1-10, :

Defendants. :

:

Civil Action No: 07 Civ. 11369

-----X
WILLIAM and PATRICIA WOODWARD, :
individually and on Behalf of All Others :
Similarly Situated, :

Plaintiffs, :

v. :

CITIGROUP INC., CHARLES PRINCE, :
ROBERT E. RUBIN, C. MICHAEL :
ARMSTRONG, ALAIN J. P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ RAMIREZ, ANDREW N. :
LIVERIS, ANN MULCAHEY, RICHARD :
D. PARSONS, JUDITH RODIN, ROBERT :
L. RYAN, FRANKLIN A. THOMAS, ANN :
DIBBLE JORDAN, KLAUS KLEINFELD :
AND DUDLEY C. MECUM, and JOHN :
and JANE DOES 1-10, :

Civil Action No: 07cv11207

CERTIFICATE OF SERVICE

I, Theresa Graham, hereby certify that I am over the age of 18, and am employed by the Law Firm of Cohen, Milstein, Hausfeld & Toll, P.L.L.C. On this 15th day of January, 2008, I caused true and accurate copies of the foregoing Motion to Admit Counsel *Pro Hac Vice*, Declaration of Lynda J. Grant in Support of Motions to Admit Counsel *Pro Hac Vice*, Affidavit of Derek W. Loeser in Support of Motion to Admit Counsel *Pro Hac Vice* and the Certificate of Good Standing attached thereto, and Proposed Order for Admission *Pro Hac Vice* on Written Motion, via First-Class mail, upon the following counsel of record:

Citigroup ERISA Litigation Service List

<p>Attorneys for Defendants</p> <p>Lawrence B. Pedowitz, Esq. John Lynch, Esq. Bradley R. Wilson, Esq. WATCHELL, LIPTON, ROSEN & KATZ LLP 51 West 52nd Street New York, New York 10019-6150</p> <p>Telephone: 212-403-1000 Fax: 212-403-2000</p>	<p>Attorneys for Plaintiff Samier Tadros (07-cv-10442-SHS)</p> <p>Robert I. Harwood, Esq. Jeffrey M. Norton, Esq. HARWOOD, FEFFER LLP 488 Madison Avenue New York, New York 10022</p> <p>Telephone: 212-935-7400 Fax: 212-753-3630</p>
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**Attorneys for Plaintiff William Woodward
(07-cv-11207-UA)**

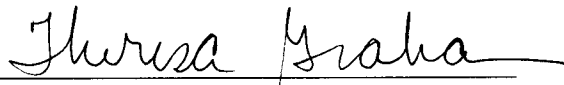
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Theresa Graham